

CHICAGO AND



TRANSPORTATION COMPANY

February 28, 1977

File No.: A-9914

RECORDATION NO. 8591-8 Filed & Recorded

MAR 1 1977-11 55 AM

INTERSTATE COMMERCE COMMISSION

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

BY MESSENGER

Interstate Commerce Commission

Washington, D. C. 20423

Attention: Mr. Robert L. Oswald, Secretary

Gentlemen:

Attached for recordation are eight counterparts of Amendment to Equipment Lease Agreement dated as of February 25, 1977. The original Equipment Lease Agreement was dated as of 11/1/76 and assigned Recordation No. 8591.

The names and addresses of the parties involved are Borg-Warner Leasing Division of B-W Credit Corp., One IBM Plaza, Chicago, IL 60611, Lessor, and Chicago and North Western Transportation Company, 400 West Madison Street, Chicago, IL 60606, Lessee.

Enclosed is this Company's check for \$10.00 to cover your recording fee. Please return seven counterparts showing your recordation data.

Very truly yours,

Diane Kohler-Rausch

Diane Kohler-Rausch
Assistant Secretary

dk:db

Attachments

cc: R. D. Smith

Z. Steiger

R. L. Schardt*

R. F. Guenther, Attn: J. James*

F. E. Cunningham, Attn: H. Labno*

D. E. Stockham, Attn: R. S. Brenner*

*with copy of agreement

7-060A083

STAMP: MAR 1 1977

STAMP: 10

STAMP: 10

STAMP: 10

RECEIVED
FEE OPERATION BRJ
I.C.C.

MAR 1 11 50 AM '77

RECEIVED

Interstate Commerce Commission
Washington, D.C. 20423

3/1/77

OFFICE OF THE SECRETARY

Diane Kohler-Rausch
Chicago and North Western Transportation Co.
400 West Madison Street
Chicago, Illinois 60606

Dear

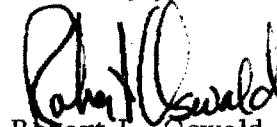
MS. Kohler-Rausch

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on 3/1/77 at 11:55am

and assigned recordation number(s)
8591-B

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

RECORDATION NO. 8591-B
MAR 1 1977-11 55 AM
INTERSTATE COMMERCE COMMISSION

COUNTERPART

No. 8 of 10

AMENDMENT TO EQUIPMENT LEASE AGREEMENT

AMENDMENT dated February 25, 1977 between CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (herein called "Lessee") and BORG-WARNER LEASING DIVISION OF B-W CREDIT CORPORATION (herein called "Lessor"), further amending the Equipment Lease Agreement dated as of November 1, 1976, as amended to the date hereof (as so amended herein called the "Lease");

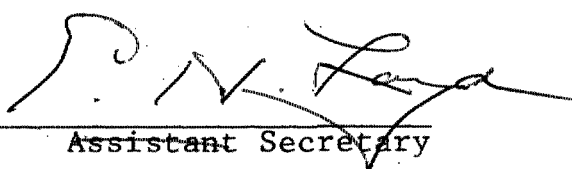
WHEREAS, Lessor and Lessee wish to further amend the Lease;

NOW, THEREFORE, Lessor and Lessee hereby amend the Lease as follows:

1. Section 2.1 of the Lease is hereby amended by substituting "September 1, 1977" for "June 1, 1977" and "December 1, 1985" for "September 1, 1985."
2. Section 3 of the Lease is hereby amended by substituting "December 1, 1985" for "September 1, 1985."
3. The Lease is hereby amended by substituting Exhibit A hereto for Exhibit A to the Lease.
4. The Lease is hereby amended by substituting Exhibit B hereto (correcting "80519" to "85019") for Exhibit A-1 to the Lease.
5. The Lease is hereby amended by substituting Exhibit C hereto for Exhibit C to the Lease.

(SEAL)

ATTEST:


Assistant Secretary

BORG-WARNER LEASING DIVISION
OF B-W CREDIT CORPORATION


By



Vice President

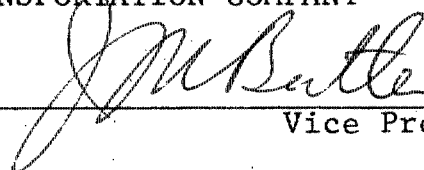
(SEAL)

ATTEST:


Assistant Secretary

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

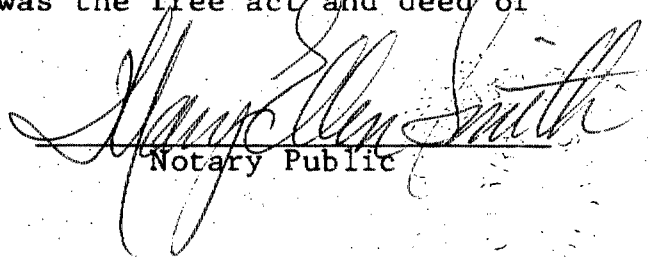
By



Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25 day of February, 1977 before me personally appeared OWEN B. DAVIES, to me personally known, who, being by me duly sworn, says that he is the Vice President of BORG-WARNER LEASING DIVISION of B-W CREDIT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

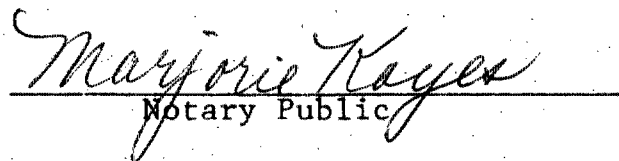

Notary Public

(SEAL)

My Commission Expires: 3/27/80

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24th day of February, 1977 before me personally appeared J. M. Butler, to me personally known, who being by me duly sworn, says that he is a Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Seal)

My Commission Expires: December 7, 1977

EXHIBIT A
TO EQUIPMENT LEASE
DATED AS OF NOVEMBER 1, 1976

MANUFACTURER	Whitehead & Kales Company
DESCRIPTION OF EQUIPMENT	164 radial end door assemblies for installation on 82 enclosed auto racks identified in the Original Lease and in Exhibit A-1 hereto.
MAXIMUM BASE PRICE	\$405,900 installed (\$2,475 per unit) for 164 units (2 units per rack), including applicable sales, use or similar taxes and freight charges.
DELIVER TO	Chicago and North Western Transportation Company
ESTIMATED DELIVERY DATES	November and December 1976.
OUTSIDE CLOSING DATE	May 31, 1977
RENTAL PAYMENTS	33 quarterly payments in arrears each equal to the sum of (i) 4.1531% of the Lessor's cost of each unit of Equipment delivered to and accepted by the Lessee on or before December 31, 1976 and (ii) 4.2468% of the Lessor's cost of each unit of Equipment delivered and accepted after December 31, 1976 and settled for on or before May 31, 1977.
INTERIM PAYMENT	Lessee shall pay an amount equal to 9-1/2% per annum on each unit of Equipment for the period from and including the Closing Date on which said unit was settled for, to but not including June 1, 1977.

EXHIBIT B

Exhibit A-1
to EQUIPMENT LEASE AGREEMENT dated as of November 1, 1976
between BORG-WARNER LEASING DIVISION OF B-W CREDIT CORPORATION as Lessor
and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY as Lessee

Identifying No. (C&NW No.)*

* ETTX 850579	ETTX 850580
850634	850592
850613	850596
850619	850585
850610	850558
850547	850620
850617	850542
850504	850680
850572	850535
850510	850741
850637	850586
850539	850842
850598	850908
850557	850913
850537	850600
850559	850517
850597	850601
850603	850614
850518	850806
850631	850773
850662	850866
850509	850677
850897	850593
850896	850632
850914	850640
850835	850502
850798	850528
850563	850590
850638	850591
850532	850505
850636	850508
850642	850683
850665	850515
850550	850512
850704	850604
850890	850503
850845	850647
850841	850625
850607	850554
850664	850916
850819	850675

*Trailer Train flatcars on which the Racks and the Equipment have been installed.

Exhibit C, revised as of 2/17/77, to Equipment Lease Agreement dated as of November 1, 1976 between Borg-Warner Leasing Division of B-W Credit Corporation as Lessor and Chicago and North Western Transportation Company as Lessee.

SCHEDULE OF CASUALTY VALUE

<u>QUARTERLY RENTAL PAYMENT NUMBER</u>	<u>PERCENTAGE OF PURCHASE PRICE*</u>	
	<u>A</u>	<u>B</u>
Before 1st qtrly. rental pymt. date	111.2161%	111.3407%
1	110.5051	110.7511
2	109.6884	110.0016
3	108.7639	109.0893
4	107.7501	108.0864
5	106.6561	106.9966
6	105.4749	105.8156
7	104.2047	104.5418
8	102.8424	103.1769
9	101.4014	101.7308
10	99.8726	100.1963
11	91.5768	91.8943
12	89.8635	90.1760
13	88.0729	88.3778
14	86.1937	86.4904
15	84.2243	84.5122
16	82.1571	82.4377
17	80.0140	80.2845
18	77.7815	78.0414
19	68.7806	69.0294
20	66.3566	66.5957
21	63.8578	64.0844
22	61.2688	61.4824
23	58.5880	58.7880
24	55.8037	55.9919
25	52.9458	53.1191
26	49.9970	50.1549
27	40.2780	40.4201
28	37.1299	37.2579
29	33.9092	34.0202
30	30.5967	30.6900
31	27.1904	27.2656
32	23.6565	23.7028
33	20.0000	20.0000
and during storage		

*Column A applies to all units of Equipment which were delivered to and accepted by the Lessee on or before December 31, 1976. Column B applies to all units of Equipment subject to this Lease but not subject to Column A.